

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

DONALD AND MARY MOREAUX,  
Individually and on Behalf of all Others  
Similarly Situated,

Plaintiff,

vs.

LINCOLN EDUCATIONAL SERVICES  
CORP., DAVID F. CARNEY, SHAUN E.  
McALMONT and CESAR RIBEIRO,

Defendants

2:10-cv-04160-SRC-MAS

ROBERT LYATHAUD, Individually and on  
Behalf of all Others Similarly Situated,

Plaintiff,

vs.

LINCOLN EDUCATIONAL SERVICES  
CORP., DAVID F. CARNEY, SHAUN E.  
McALMONT and CESAR RIBEIRO,

Defendants

2:10-cv-04926-SDW-MCA

**(PROPOSED) ORDER CONSOLIDATING  
RELATED ACTIONS, APPOINTING RICHARD ARONS  
AS LEAD PLAINTIFF AND APPROVING HIS CHOICE OF LEAD COUNSEL**

Upon good cause shown, IT IS HEREBY ORDERED THAT:

**Consolidation of Cases**

The above-captioned securities fraud class actions pending in this Judicial District  
are hereby consolidated for all purposes pursuant to Rule 42(a) of the Federal Rules of Civil  
Procedure. Any actions that have been filed, or may be filed, which are related, and which may

be considered herewith, are collectively referred to as "In re Lincoln Educational Services Corp. Securities Litigation."

**Master Docket and Master File**

A Master File is hereby established for the consolidated proceedings in the consolidated actions. The docket number for the Master File shall be Master File No. 10 Civ. 4160. The original of this Order shall be filed by the Clerk in the Master File. The Clerk shall mail a copy of this Order to counsel of record in each of these consolidated actions.

A Master Docket is hereby established for consolidated proceedings of the securities fraud actions consolidated herein and for any related securities fraud actions filed in or transferred to this Court and consolidated herewith for all purposes (hereinafter, the "Consolidated Action" or the "Action"). Entries in the Master Docket shall be applicable to the Consolidated Action as more fully set forth below. The Clerk of the Court shall file all pleadings in any of the actions in the Master File and shall note such filing in the Master Docket. No further copies need be filed or docket entries made.

The terms of this Order shall not have the effect of making any person, firm or corporation a party to any action in which he, she or it has not been named, served or added as such in accordance with the Federal Rules of Civil Procedure.

**Newly Filed or Subsequently Filed or Transferred Actions**

If a securities fraud action related to the same subject matters as this Consolidated Action is hereafter filed in this Court or transferred here from another Court, the Clerk of this Court shall:

- a. File a copy of this Order in the separate file for such action;
- b. Notify all counsel of record of the filing or transfer of such action;
- c. Make an appropriate entry in the Master Docket;
- d. Mail to counsel of record in the newly filed or transferred case a copy of this Order; and
- e. Upon the first appearance of any new defendants, mail to the attorneys for the defendants in such newly filed or transferred case a copy of this Order.

All counsel shall assist the Clerk of the Court by calling to the attention of the Clerk the filing or transfer of any case that might properly be consolidated with this Action.

This Order shall apply to each securities fraud action that is subsequently filed in or transferred to this Court, or consolidated with any of these actions, that arises out of or is related to the same facts and claims alleged in the complaints in the Action, unless a party objecting to the consolidation of such case or to any other provision of this Order shall, within ten (10) days after the date upon which a copy of this Order is mailed to counsel for such party, file an application for relief from this Order or any provision herein and this Court deems it appropriate to grant the application. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

Unless a plaintiff in a subsequently filed or transferred case is permitted by the Court to utilize a separate complaint, defendants shall not be required to answer, plead, or

otherwise move with respect to the complaint in any such case. If a plaintiff in any such case is permitted to utilize a separate complaint, each defendant shall have thirty (30) days within which to answer, plead, or otherwise move with respect to any such complaint.

**Caption of Cases**

Every pleading filed in this Action shall bear the following caption:

IN RE LINCOLN EDUCATIONAL SERVICES CORP.  
SECURITIES LITIGATION

Master File No.  
10 Civ. 4160-SRC-MAS

This Document Relates To:

When a document is intended to be applicable to all actions to which this Order is applicable, the words “All Actions” shall appear immediately after the words “This Document Relates To:” in the caption set forth above. When a document is intended to be applicable only to some, but not all, actions, immediately after the words “This Document Relates To:” in the caption described above, there shall appear “Civil Action No. [insert number] [insert name of Plaintiff].”

**Appointment of Lead Plaintiff**

Class member Richard Arons (“Movant”) is hereby appointed lead plaintiff pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934. This appointment is without prejudice to defendants’ right to challenge the adequacy, typicality, or ability of Movant to represent the absent class members in this action or the propriety of this case being certified as a class action.

**Organization of Plaintiffs' Counsel**

Lead plaintiff's selection of Bernstein Liebhard LLP as lead counsel ("Lead Counsel") for all plaintiffs and the Class in this action is approved.

Lead Counsel are hereby vested by the Court with the following responsibilities and duties in connection with this action:

1. To direct and coordinate the briefing and arguing of motions;
2. To direct and coordinate the initiation and conduct of discovery proceedings, including, but not limited to, requests for production of documents and/or third party subpoenas;
3. To direct and coordinate the examination of witnesses in depositions and oral interrogatories;
4. To act as spokesperson at pretrial conferences;
5. To call meetings of plaintiffs' counsel as appropriate or necessary from time to time;
6. To direct the preparation for a trial of this matter and to delegate work responsibilities to selected counsel as may be required in such a manner as to lead to the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort;
7. To direct and coordinate the conduct of pre-trial, trial and post-trial proceedings;
8. To consult with and employ experts;
9. To coordinate and collect monthly time and expense reports from all plaintiffs' attorneys in this Action;

10. To initiate and conduct all settlement negotiations with counsel for defendants; and
11. To perform such other duties as may be expressly authorized by further order of the Court.

No motion, request for discovery, or other pre-trial proceedings shall be initiated or filed by any plaintiff except through Lead Counsel.

Defendants' counsel may rely upon all agreements made with Lead Counsel, and such agreements shall be binding on all plaintiffs in this Action.

Lead Counsel are hereby designated as the counsel for plaintiffs upon whom all notices, orders, pleadings, motions, discovery, and memoranda may be served and defendants shall effect service of papers on plaintiffs by serving Bernstein Liebhard LLP, 10 East 40th Street, New York, New York 10016.

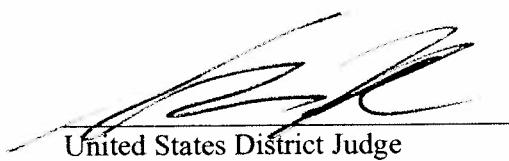
If defendants file a single pleading or other paper directed to all plaintiffs in this action, the response on behalf of plaintiffs shall be made in a single pleading or other paper to be served by Lead Counsel. All plaintiffs in this action shall be bound by that pleading or paper.

The organizational structure established by this Order shall bind counsel for plaintiffs in this action or any subsequently filed cases consolidated therewith.

Movant, through Lead Counsel, shall file a consolidated class action complaint (the "Consolidated Complaint") within 60 days of the entry of this Order.

The defendants shall answer or otherwise respond to the Consolidated Complaint within 45 days after its service.

SO ORDERED, this 24 day of November, 2010



A handwritten signature in black ink, appearing to read "J. R.," is written over a horizontal line. Below the signature, the text "United States District Judge" is printed in a standard font.